

UNANIMOUS WRITTEN CONSENT
OF ELKO GOLD MINE, LLC
TO ACTION WITHOUT A MEETING

January 10, 2011

The undersigned, being a Managing Member of Elko Gold Mine, LLC, a Nevada limited liability company ("Company"), does hereby certify that the following resolutions were approved by the unanimous written consent of the undersigned and that the following resolutions are in full force and effect:

Chapter 11 Filing

WHEREAS, the sole Managing Member of the Company has determined that it is in the best interests of the Company to file a voluntary petition in the United States Bankruptcy Court for the District of Nevada pursuant to Chapter 11 of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED, that the Managing Member, any member of the law firm of Kung & Associates, the Law Offices of Alan R. Smith, and any member of any other law firm retained by the Managing Member on behalf of the Company, is hereby authorized and directed to execute and deliver all documents necessary to effect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company;

RESOLVED FURTHER, that the Managing Member is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case

RESOLVED FURTHER, that the Managing Member is hereby authorized and directed to employ the law firm of Kung & Associates, the Law Offices of Alan R. Smith, and its members and associates and such other professional advisors that the Managing Member determines are necessary or advisable to represent the Company in such bankruptcy case;

RESOLVED FURTHER, that the Managing Member, or any other person or entity appointed to act on behalf of the Company in connection with the bankruptcy filing, is hereby authorized and empowered by and on behalf of the Company and in its name, to execute and deliver all applications, certificates, agreements or any other instruments or documents or any amendments or supplements thereto and to do and to cause any and all other acts and things as they or any of them may deem necessary or appropriate to effectuate the purpose of the foregoing resolutions and the execution by such officer or officers of such documents shall conclusively establish their authority therefore from the Company and the approval and ratification by the Company of such documents so executed and the actions so taken;

RESOLVED FURTHER, that any such action taken prior to the effective date of this Consent by the Managing Member of the Company, and any other persons appointed to act on the Company's behalf in connection with the foregoing resolutions, are hereby ratified, confirmed and approved by the Company; and

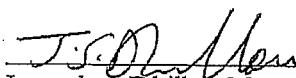
Omnibus Resolution

RESOLVED, that the Managing Member is hereby authorized and directed to undertake such further acts, and to execute and deliver such documents as may be necessary and appropriate to implement the purposes and intent of the foregoing resolutions;

RESOLVED FURTHER, that the Managing Member hereby adopts, as if fully set forth herein, the form of any and all resolutions required in connection with the matters set forth herein; provided that (i) the Managing Member deems the adoption of such resolutions necessary or advisable; and (ii) the Managing Member evidences such adoption by attaching copies of any such resolutions to the instant Consent;

RESOLVED FURTHER, that any and all action taken by the Managing Member or any other authorized officer in effecting the purpose of the foregoing resolutions prior to the date the foregoing resolutions are actually adopted is hereby ratified, approved, confirmed and adopted in all respects.

Dated this Tuesday of January, 2011.



Jagmohan Dhillon Managing Member
of Elko Gold Mine LLC.